

**IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE**

|                              |   |                    |
|------------------------------|---|--------------------|
| AVERY MARTIN, BRITT RODGERS, | ) |                    |
| JOHN GLADE, AND MIKE WOLF,   | ) |                    |
|                              | ) |                    |
| Plaintiffs,                  | ) |                    |
|                              | ) |                    |
| v.                           | ) | C.A. No. 11482-VCS |
|                              | ) |                    |
| WESTECH CAPITAL CORP.,       | ) |                    |
| a Delaware Corporation,      | ) |                    |
|                              | ) |                    |
| Defendant.                   | ) |                    |

**STIPULATION AND [PROPOSED] FINAL ORDER AND JUDGMENT**

WHEREAS, on September 8, 2015, the plaintiffs commenced the above-captioned action pursuant to 8 *Del. C.* § 211 seeking, *inter alia*, an order compelling Westech Capital Corp. (the “Company”) to hold an annual meeting to elect directors;

WHEREAS, on March 14, 2016, the Company commenced bankruptcy proceedings through the filing of a petition pursuant to Chapter 11 of the United States Bankruptcy Code, which proceedings are styled *In re Westech Capital Corp.*, Case No. 16-10300-tmd (W.D. Tex.) (the “Bankruptcy Proceeding”);

WHEREAS, the Company has agreed to a date for an annual meeting of stockholders (the “Annual Meeting”), and has obtained the approval of the Court in the Bankruptcy Proceeding to lift the automatic stay pursuant to 11 U.S.C. § 362

for the limited purpose of submitting this [Proposed] Order and Final Judgment in order to finally resolve this action.

WHEREAS, the parties have agreed, subject to the approval of the Court, as follows:

1. The Company shall hold the Annual Meeting on December May 5, 2016, at a time and place fixed by the Company, for the election of directors and for the transaction of any other business as may properly come before the meeting.

2. Pursuant to 8 *Del. C.* § 211(c), the shares of Company stock represented at such Annual Meeting, either in person or by proxy, and entitled to vote thereat shall constitute a quorum for the purposes of such Annual Meeting, notwithstanding any provision of the Company's certificate of incorporation or bylaws to the contrary.

3. Pursuant to 8 *Del. C.* § 211(c), the record date for determination of stockholders entitled to notice of the Annual Meeting and to vote thereat shall be March 30, 2016. If the Annual Meeting noticed for May 5, 2016 is adjourned, continued or postponed prior to the election of directors, then the Company may set a new record date in accordance with its Bylaws in connection with such adjourned or postponed annual meeting.

4. The parties shall bear their own attorneys' fees and costs in connection with this action.

Dated: \_\_\_\_\_, 2016

**LANDIS RATH & COBB LLP**

/s/ Draft

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*Attorneys for Plaintiffs*

IT IS SO ORDERED this \_\_\_\_ day of \_\_\_\_\_, 2016.

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The Honorable Joseph R. Slight, III  
Vice Chancellor